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NEOPROBE CORP
Form SB-2/A
May 16, 2006

As filed with the Securities and Exchange Commission on May 16, 2006

Registration No. 333-84782

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM SB-2

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NEOPROBE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2835
(Primary standard industrial
Classification number)

31-1080091
(IRS employer
identification number)

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367
(614) 793-7500

(Address and telephone number of principal executive offices)

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367
(Address of principal place of business)

Brent L. Larson, Vice President, Finance and Chief Financial Officer
Neoprobe Corporation

425 Metro Place North, Suite 300
Dublin, Ohio 43017-1367
(614) 793-7500

(Name, address and telephone number of agent for service)

Copies to:

William J. Kelly, Jr., Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215
Telephone No. (614) 227-2136
wjkelly@porterwright.com

Approximate date of commencement of proposed sale to the public: Not Applicable

If this form is filed to register additional securities for an offering pursuant

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to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to be Registered | Proposed Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Offering Price (1) |
|--|----------------------------------|---|-------------------------------------|
| Common Stock, \$.001 par value..... | 3,085,066 (2) | \$ 0.465 | \$2,742,977 |

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- (1) Estimated with respect to the shares originally registered solely for the purpose of calculating the registration fee pursuant to Rule 457.
- (2) Represents shares of common stock held directly by the selling stockholder that were sold pursuant to this registration statement.
- * Registration Fee previously paid. The actual registration fee is listed in this column, and does not reflect the reduction in the number of shares registered resulting from this post-effective amendment.

This Registration Statement was originally filed to register sales by Fusion Capital Fund II, LLC, an Illinois limited liability company (hereinafter referred to as "Fusion Capital"), of a total of 5,898,876 shares of common stock issued pursuant to a Stock Purchase Agreement, dated November 19, 2001, by and among Neoprobe Corporation and Fusion Capital. As of the date of this Post-effective Amendment, filed to remove from registration the securities which remain unsold at the end of the offering, only 3,085,066 shares were actually sold by Fusion Capital pursuant to the Registration Statement. This Post-effective Amendment is being filed to reduce the number of shares of common stock registered hereby to the number of shares that were actually sold by Fusion Capital.

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Item 27. Exhibits.

| Exhibit Number ----- | Exhibit Description ----- |
|----------------------------|--|
| 24 | Powers of Attorney (incorporated by reference to the Company's Registration Statement on Form SB-2 filed with the Commission on March 22, 2002, Registration No. 333-84782, with the exception of the Powers of Attorney for Mr. Aschinger and Dr. Krevans, which are filed herewith). |

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Signatures

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and has authorized this Post-effective Amendment No. 1 to its Registration Statement to be signed on its behalf by the undersigned in the City of Dublin, Ohio, on May 16, 2006.

Neoprobe Corporation

By: /s/ Brent L. Larson

Brent L. Larson, Vice President,
Finance and Chief Financial Officer

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacities and on the dates indicated:

| Signature ----- | Title ----- | Date ----- |
|--|---|---------------|
| /s/ David C. Bupp* ----- David C. Bupp | President, Chief Executive Officer and Director (principal executive officer) | May 16, 2006 |
| /s/ Brent L. Larson ----- Brent L. Larson | Vice President, Finance and Chief Financial Officer (principal financial officer and principal accounting officer) | May 16, 2006 |
| /s/ Julius R. Krevans* ----- Julius R. Krevans | Chairman of the Board of Directors | May 16, 2006 |

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/s/ Carl J. Aschinger, Jr.* Director May 16, 2006

Carl J. Aschinger, Jr.

/s/ Reuven Avital* Director May 16, 2006

Reuven Avital

----- Director
Kirby I. Bland, M.D.

/s/ Fred B. Miller* Director May 16, 2006

Fred B. Miller

/s/ Frank Whitley, Jr.* Director May 16, 2006

J. Frank Whitley, Jr.

*By: /s/ Brent L. Larson

Brent L. Larson, Attorney-in fact